

WINDELS MARX LANE & MITTENDORF, LLP
Timothy J. O'Neill (toneill@windelsmarx.com)
Shaun A. Bean (sbean@windelsmarx.com)
104 Carnegie Center, Suite 201
Princeton, New Jersey 08540
(609) 720-0005

Attorneys for Defendants
Atlas Systems Inc. and
Venugopala Chalamala

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

SHYAM BHASKAR,	:	Civil Action No.
	:	
Plaintiff,	:	
	:	
	:	
	:	
v.	:	
	:	
ATLAS SYSTEMS INC. and	:	
VENUGOPALA CHALAMALA,	:	
	:	
Defendants.	:	
	:	
	:	

DEFENDANTS ATLAS SYSTEMS INC. AND VENUGOPALA CHALAMALA'S
NOTICE OF REMOVAL

Pursuant to 28 U.S.C. §§ 1441(a) and 1446, Defendants Atlas Systems Inc. and Venugopala Chalamala ("Defendants") hereby remove this action from the Superior Court of New Jersey, Chancery Division, General Equity Part, Mercer County, Docket No. C-97-09 ("State Court Action"), to the United States District Court for the District of New Jersey, Trenton Division. This Court has original jurisdiction over this action pursuant

to 28 U.S.C. §§ 1332(a)(2). As grounds for this removal, Defendants show the Court as follows:

1. Shyam Bhaskar ("Plaintiff") commenced this action in the Superior Court of New Jersey, Chancery Division, General Equity Part, Mercer County. This action was filed by Plaintiff on or about August 27, 2009, by and through his attorney, Bruce S. Rosen, Esq., of the law firm of McCusker, Anselmi, Rosen & Carvelli, P.C., by filing: (1) a Verified Complaint (Attached hereto as Exhibit A); (2) an Order to Show Cause With Temporary Restraints (Attached hereto as Exhibit B); (3) Brief in Support of Plaintiff's Order to Show Cause (Attached hereto as Exhibit C); and (4) Certification of Counsel in Support of Plaintiff's Order to Show Cause (Attached hereto as Exhibit D). A Case Management Order was entered by the Honorable Maria M. Sypek on September 9, 2009. A copy of the Case Management Order is attached as Exhibit E.

2. Plaintiff is an individual and a resident of a foreign state, specifically India. His residence is listed in the Verified Complaint as Apartment # 402, 4th Block, Jains Prakriti, K R Road, Banashankari II Stage, Bangalore, INDIA 560 070.

3. Defendant Venugopala Chalamala is an individual residing in Plainsboro, Middlesex County, State of New Jersey. Defendant Atlas Systems Inc. is a New Jersey corporation with a

principal place of business in Princeton. Defendant Chalamala is the CEO of Atlas Systems Inc.

3. This Court has original jurisdiction over this action and all claims asserted against Defendants pursuant to 28 U.S.C. § 1332(a)(2), governing actions between citizens of a state and citizens or subjects of a foreign state. The amount in controversy is in excess of \$75,000, exclusive of interest and costs.

4. Because this Court has original subject matter jurisdiction over this action, removal of the State Court Action to this Court is proper pursuant to 28 U.S.C. § 1441(a).

5. Venue is proper in this Court pursuant to 28 U.S.C. §§ 110 and 1441(a) because the United States District Court for the District of New Jersey, Trenton Division, is the federal judicial district and division embracing the Superior Court of New Jersey, Mercer County, where the State Court Action was filed.

6. This Notice of Removal is timely filed in compliance with 28 U.S.C. § 1446(b).

7. Pursuant to 28 U.S.C. § 1446(a), true and accurate copies of all process, pleadings, and orders served, filed, or entered in the State Court Action as of the date of this filing are attached hereto as Exhibits A-E.

8. Pursuant to 28 U.S.C. § 1446(d), Defendants have filed this Notice of Removal with this Court, are serving a copy of this Notice upon counsel for all parties, and are filing a copy in the Superior Court of New Jersey, Chancery Division, Mercer County.

9. Plaintiff has pled common-law contract and tort-based causes of action, as well as a statutory violation. Plaintiff also seeks an accounting.

10. The Verified Complaint contains eleven Counts and seeks compensatory, consequential, incidental, and punitive damages. The first nine Counts are for: breach of contract; breach of the covenant of good faith and fair dealing; breach of fiduciary duty; minority shareholder oppression pursuant to N.J.S.A. 14A:12-7; conversion; tortious interference with prospective economic gain; fraud; quantum meruit; and unjust enrichment. The tenth Count seeks inspection of Atlas's books and records pursuant to N.J.S.A. 14A:5-28. The eleventh Count seeks an accounting and various forms of equitable relief, including an injunction prohibiting Defendants from, among other things, engaging in any business transaction involving Atlas or selling, transferring, or otherwise disposing of its assets.

11. The Order to Show Cause sought essentially the same injunctive relief prayed for in the eleventh Count of the

Verified Complaint. Since filing, the Order to Show Cause was withdrawn by Plaintiff.

12. No responsive pleadings have been filed as of the date of this Notice of Removal.

WHEREFORE, notice is respectfully given that this action was removed from the Superior Court of New Jersey, Chancery Division, Mercer County to the United States District Court for the District of New Jersey.

WINDELS MARX LANE & MITTENDORF, LLP
Attorneys for Defendants
Atlas Systems Inc. and
Venugopala Chalamala

By: /s/Timothy J. O'Neill
Timothy J. O'Neill

Dated: September 24, 2009